



TECHNOGYM S.P.A.
REGISTERED OFFICE IN CESENA, VIA CALCINARO, 2861
SHARE CAPITAL EURO 10,066,375.00 FULLY SUBSCRIBED AND PAID IN
REGISTRATION WITH THE FORLÌ-CESENA COMPANIES' REGISTRY NO. 315187, TAX CODE 06250230965

EXTRACT OF NOTICE OF CALLING OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Those who are entitled to participate and exercise their voting rights are invited to the Ordinary and Extraordinary Shareholders' Meeting convened for **4 May 2022**, in a single call, at 10:00 a.m., at the registered office of Technogym S.p.A. (the "**Company**") in Cesena, Via Calcinaro 2861, to discuss and resolve on the following

AGENDA

Ordinary Part

1. **Approval of the Financial Statements as at 31 December 2021, accompanied by the Board of Directors' Report on operations, the Board of Statutory Auditors' Report and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2021 and the consolidated non-financial statement drafted pursuant to Italian Legislative Decree 254/2016.**
2. **Allocation of the profit for the year and proposal for dividend distribution. Ensuing resolutions.**
3. **Report on the remuneration policy and compensations paid:**
 - 3.1 **approval of the first section of the report, pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter of Italian Legislative Decree No. 58 of 24 February 1998;**
 - 3.2 **resolutions concerning the second section of the report, pursuant to Art. 123-ter, paragraph 6 of Italian Legislative Decree No. 58 of 24 February 1998.**
4. **Appointment of the Board of Statutory Auditors for three financial years:**
 - a. **Appointment of the members of the Board of Statutory Auditors**
 - b. **Appointment of the Chairman;**
 - 4.3 **Determination of the remuneration of the effective members of the Board of Statutory Auditors.**
5. **Integration, at the justified proposal of the Board of Statutory Auditors, of the fees of the independent auditors PricewaterhouseCoopers S.p.A. for the assignment of statutory audit of the accounts for the period 2021-2024. Pertinent and ensuing resolutions.**
6. **Proposal for the approval of a plan for the bonus issue of rights to receive ordinary shares of the Company, named "2022-2024 Performance Shares Plan".**
7. **Proposal for authorisation to purchase and dispose of treasury shares, upon revocation of the authorisation issued by the Shareholders' Meeting of 05 May 2021 for the non-executed portion. Ensuing resolutions.**

Extraordinary Part

1. **Proposal for granting the power to the Board of Directors, pursuant to Art. 2443 of the Italian Civil Code, for a period of five years from the resolution date, for a free and divisible increase of the share capital, also in multiple tranches, pursuant to Art. 2349 of the Italian Civil Code, through the issue of a maximum number of 700,000 ordinary shares, for a maximum amount of Euro 35,000, with an issuing value equal to the accounting par value of the shares at the execution date, to be fully allocated to the capital and assigned to the employees of Technogym S.p.A. and of its subsidiaries who are the beneficiaries of the plan for a free assignment of the rights to receive ordinary shares of the Company, called "2022-2024 Performance Shares Plan". Ensuing amendments to Art. 6 of the Articles of Association in force.**



2. Proposed amendment of Article 7 of the Articles of Association in force on the increased voting right. Pertinent and ensuing resolutions.

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Pursuant to the provisions of Art. 106, paragraph 4 of Italian Legislative Decree No. 18 of 17 March 2020 - converted into the Italian Law No. 27 of 24 April 2020 and whose application has been extended with Italian Decree Law No. 183 of 30 December 2020, converted, as amended, into Italian Law No. 15 of 25 February 2022 (the "**Decree**") - the participation in the Shareholders' Meeting of those holding voting rights may occur exclusively through a representative designated by the Company, pursuant to Art. 135-undecies of Italian Legislative Decree No. 58/98 (the Consolidated Finance Law, or "**TUF**") (i.e. Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., "**Designated Representative**"), which may also be given proxies and / or sub-proxies pursuant to art. 135-novies of the TUF.

The information about share capital and the information regarding the terms and methods for:

- the legitimacy, the participation, the vote in the Shareholders' Meeting (it should be noted that the *record date* is **25 April 2022**), the vote by proxy exclusively through the Designated Representative (Spafid S.p.A.), the methods for finding the forms which can be used for the voting by proxy as well as the procedures for the notification, including electronic notification, of proxies and / or sub-proxies to vote;
- the exercise of the right to integrate the agenda, of the right to supplement the list of topics already in the agenda by the shareholders holding at least 2,5% of the share capital pursuant to article 126-bis, paragraph 1, first sentence, of the TUF (by **4 April 2022**) and individual resolution proposals by the holders of voting rights pursuant to article 126-bis, paragraph 1, penultimate period, of the TUF (by **19 April 2022**);
- the exercise of the right to propose questions before the Shareholders' Meeting on the items on the agenda (by **April 25, 2022**);
- the presentation of lists of candidates for the appointment by list vote of the Directors (in this regard, it should be noted in particular that: (i) the persons entitled to vote are who, alone or together with others, represent at least 1% of the share capital, and (ii) the lists of candidates shall be filed by **9 April 2022**);
- the availability of the full text of the proposed resolutions, together with the explanatory reports on the items on the agenda, and the documentation relating to the Shareholders' Meeting

are described in the integral notice of call. The integral text of notice of call – together with the documentation relating to the Shareholders' Meeting, including the annual financial report – is available in the terms and with the methods provided in the applicable and current registration at the following address <https://corporate.technogym.com/en/governance/shareholders-meetings> and at "eMarket STORAGE" storage mechanism, available at www.emarketstorage.com.

The Company reserves the right to integrate and / or modify the content of the notice of call, should it become necessary as a result of the evolution of the current emergency situation.

Cesena, 25 March 2022

For the Board of Directors
The Chairman
Nerio Alessandri